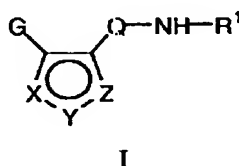


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# IN THE CLAIMS

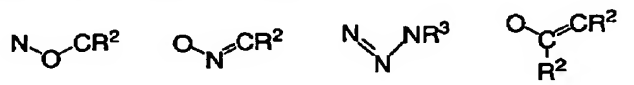
Please replace all prior versions and listings of claims with the amended claims as follows:

1. (Previously presented) A compound having the formula



wherein:

X-Y-Z is selected from one of the following:



R¹ is H, CONH₂, T<sub>(n)</sub>-R, or T<sub>(n)</sub>-Ar¹;

R is an aliphatic or substituted aliphatic group;

n is zero or one;

T is C(=O), CO₂, CONH, S(O)₂, S(O)₂NH, COCH₂ or CH₂;

each R² is independently selected from hydrogen, -R, -CH₂OR, -CH₂OH, -CH=O, -CH₂SR, -CH₂S(O)₂R, -CH₂(C=O)R, -CH₂CO₂R, -CH₂CO₂H, -CH₂CN, -CH₂NHR, -CH₂N(R)₂, -CH=N-OR, -CH=NNHR, -CH=NN(R)₂, -CH=NNHCOR, -CH=NNHCO₂R, -CH=NNHSO₂R, -ary, -substituted aryl, -CH₂(aryl), -CH₂(substituted aryl), -CH₂NH₂, -CH₂NHCOR, -CH₂NHCONHR, -CH₂NHCON(R)₂, -CH₂NRCOR, -CH₂NHCO₂R, -CH₂CONHR, -CH₂CON(R)₂, -CH₂SO₂NH₂, -CH₂(heterocyclyl), -CH₂(substituted heterocyclyl), -(heterocyclyl), or -(substituted heterocyclyl);

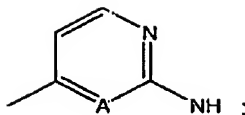
each R³ is independently selected from hydrogen, R, COR, CO₂R or S(O)₂R;

G is R or Ar¹;

Ar¹ is aryl, substituted aryl, aralkyl, substituted aralkyl, heterocyclyl, or substituted heterocyclyl, wherein Ar¹ is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring containing zero to three heteroatoms;

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Q-NH is



wherein the H of Q-NH is optionally replaced by  $R^3$ ;

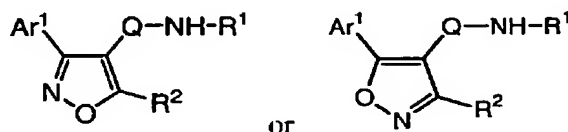
A is  $CR^3$ ;

$Ar^2$  is aryl, substituted aryl, heterocyclyl or substituted heterocyclyl, wherein  $Ar^2$  is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring containing zero to three heteroatoms;

wherein each substitutable carbon atom in  $Ar^2$ , including the fused ring when present, is optionally and independently substituted by halo, R, OR, SR, OH,  $NO_2$ , CN,  $NH_2$ , NHR,  $N(R)_2$ , NHCOR, NHCONHR,  $NHCON(R)_2$ , NRCOR,  $NHCO_2R$ ,  $CO_2R$ ,  $CO_2H$ , COR, CONHR,  $CON(R)_2$ ,  $S(O)_2R$ ,  $SONH_2$ ,  $S(O)R$ ,  $SO_2NHR$ , or  $NHS(O)_2R$ , and wherein each saturated carbon in the fused ring is further optionally and independently substituted by  $=O$ ,  $=S$ ,  $=NNHR$ ,  $=NNR_2$ ,  $=N-OR$ ,  $=NNHCOR$ ,  $=NNHCO_2R$ ,  $=NNHSO_2R$ , or  $=NR$ ; and

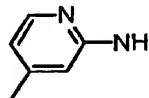
wherein each substitutable nitrogen atom in  $Ar^2$  is optionally substituted by R, COR,  $S(O)_2R$ , or  $CO_2R$ .

2. (Original) The compound of claim 1 where G is  $Ar^1$ .
3. (Original) The compound of claim 2 having the formula



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4. (Previously presented) The compound of claim 3 where Q-NH is

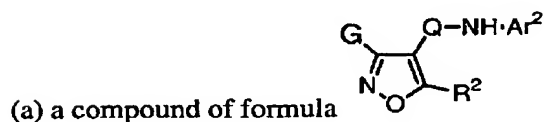


5. (Original) The compound of claim 4 where R<sup>1</sup> is alkoxyalkyl, alkoxycarbonylalkyl, hydroxyalkyl, pyridinylalkyl, alkoxycycloalkyl, cycloalkyl, alkoxycarbonylcycloalkyl, hydroxycycloalkyl, Ar<sup>2</sup> or T-Ar<sup>2</sup> where T is C(=O).

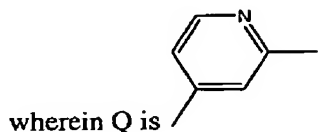
6. (Original) The compound of claim 5 where R<sup>1</sup> is cyclohexyl, cyclohexanol-4-yl, cyclohexanon-4-yl, 2-propan-1-ol, 2-methoxy-1-methylethyl, 3-butyryl alkyl ester, 2-pyridinyl-2-ethyl, or an optionally substituted phenyl, naphthyl, pyridyl, quinolinyl, thienyl or indanyl.

7. (Original) The compound of claim 6 where R<sup>2</sup> is an optionally substituted alkyl.

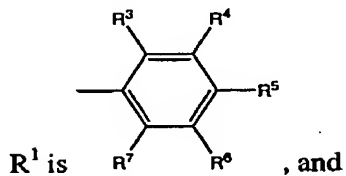
8. (Currently amended) A compound selected from the group consisting of



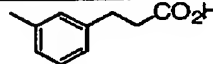
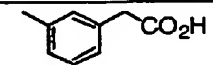
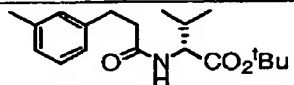
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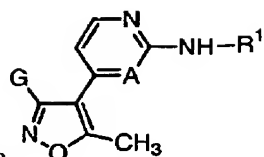
Ar<sup>2</sup> is R<sup>1</sup>,



G, R<sup>2</sup>, R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup> and R<sup>7</sup> are defined as

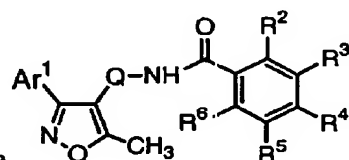
No.	G	R <sup>2</sup>	R <sup>3</sup>	R <sup>4</sup>	R <sup>5</sup>	R <sup>6</sup>	R <sup>7</sup>
IIA-16	Phenyl	Et	H	CN	H	H	H
IIA-17	Phenyl	Et	H	CO <sub>2</sub> H	H	H	H
IIA-18	Phenyl	Me	H	F	H	H	H
IIA-19	Phenyl	Me	H	H	F	H	H
IIA-20	Phenyl	Me	H	H	COMe	H	H
IIA-21	Phenyl	Me	H	H	COPh	H	H
IIA-24	Phenyl	Me	H	H	CONH <sub>2</sub>	H	H
IIA-40	Phenyl	Et	H	H	H	H	H
IIA-43	Phenyl	Me	H	CO <sub>2</sub> H	H	H	H
IIA-47	Phenyl	Me	H	H	OMe	H	H
IIA-48	Phenyl	Me	H	OMe	H	H	H
IIA-50	Phenyl	Me	H	CO <sub>2</sub> Me	H	H	H
IIA-52	Phenyl	Me	H	H	H	H	H
IIA-64	Phenyl	Me	H	H	CO <sub>2</sub> Me	H	H
IIA-67	Phenyl	Me	H	CN	H	H	H
IIA-68	Phenyl	Me	H	H	CN	H	H
IIA-98	Phenyl	Me	H	H	NMe <sub>2</sub>	H	H
IIA-99	Phenyl	Me	H	NO <sub>2</sub>	H	H	H
IIA-100	Phenyl	Me	H	NHAc	H	H	H
IIA-101	Phenyl	Me	H	NH <sub>2</sub>	H	H	H
IIA-132	Phenyl	Me					
IIA-133	Phenyl	Me					
IIA-134	Phenyl	Me	H	CH <sub>2</sub> OH	H	H	H
IIA-135	Phenyl	Me					

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(b) a compound of formula :  
wherein G, A and R¹ are defined as

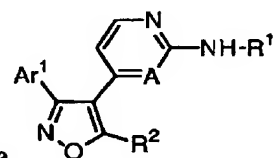
No.	G	A	R¹
IIAA-1	Phenyl	CH	
IIAA-2	Phenyl	CH	
IIAA-39	Phenyl	CH	
IIAA-40	Phenyl	CH	



(c) a compound of formula :

wherein Q is and  
Ar¹, R², R³, R⁴, R⁵ and R⁶ are defined as

No.	Ar¹	R²	R³	R⁴	R⁵	R⁶
IIIA-77	phenyl	H	COMe	H	H	H
IIIA-78	phenyl	H	CN	H	H	H



(d) a compound of formula :  
wherein Ar¹, A, R¹ and R² are defined as

No.	Ar¹	A	R¹	R²
XIA-1	phenyl	CH	phenyl	CH₂(morpholin-4-yl)

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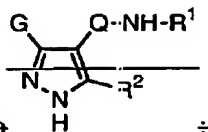
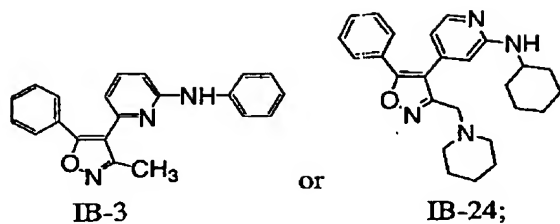
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No.	Ar <sup>1</sup>	A	R <sup>1</sup>	R <sup>2</sup>
XIA-2	phenyl	CH	phenyl	CH <sub>2</sub> N(CH <sub>3</sub> ) <sub>2</sub>
XIA-3	phenyl	CH	phenyl	CH <sub>2</sub> NEt <sub>2</sub>
XIA-4	phenyl	CH	phenyl	CH <sub>2</sub> N(CH <sub>3</sub> )CH <sub>2</sub> Ph
XIA-5	phenyl	CH	phenyl	CH <sub>2</sub> (1-t-butoxycarbonylpiperazin-4-yl)
XIA-6	phenyl	CH	benzyl	CH <sub>2</sub> (morpholin-4-yl)
XIA-7	phenyl	CH	cyclohexyl	CH <sub>2</sub> (morpholin-4-yl)
XIA-8	phenyl	CH	4-[1,2-(OMe) <sub>2</sub> -phenyl]	CH <sub>2</sub> (morpholin-4-yl)
XIA-9	phenyl	CH	4-cyclohexanol	CH <sub>2</sub> (morpholin-4-yl)
XIA-10	phenyl	CH	phenyl	CH <sub>2</sub> N(CH <sub>3</sub> )CH <sub>2</sub> CH <sub>2</sub> N(CH <sub>3</sub> ) <sub>2</sub>
XIA-11	phenyl	CH	phenyl	CH <sub>2</sub> N(CH <sub>3</sub> )CH <sub>2</sub> CO <sub>2</sub> CH <sub>3</sub>
XIA-12	phenyl	CH	phenyl	CH <sub>2</sub> (piperazin-1-yl)
XIA-15	4-F-phenyl	CH	cyclohexyl	CH <sub>2</sub> O(tetrahydrofuran-3-yl)
XIA-16	4-F-phenyl	CH	3-cyanophenyl	CH <sub>2</sub> O(tetrahydrofuran-3-yl)
XIA-17	4-F-phenyl	CH	2-(2-pyridinyl)ethyl	CH <sub>2</sub> O(tetrahydrofuran-3-yl)
XIA-18	4-F-phenyl	CH	1-benzyl-piperidin-4-yl	CH <sub>2</sub> O(tetrahydrofuran-3-yl)
XIA-19	4-F-phenyl	CH	4-cyclohexanol	CH <sub>2</sub> OCH <sub>2</sub> CH <sub>2</sub> OCH <sub>3</sub>
XIA-20	4-F-phenyl	CH	cyclohexyl	CH <sub>2</sub> OCH <sub>2</sub> CH <sub>2</sub> OCH <sub>3</sub>
XIA-21	4-F-phenyl	CH	2-(2-pyridinyl)ethyl	CH <sub>2</sub> OCH <sub>2</sub> CH <sub>2</sub> OCH <sub>3</sub>
XIA-22	4-F-phenyl	CH	1-benzyl-piperidin-4-yl	CH <sub>2</sub> OCH <sub>2</sub> CH <sub>2</sub> OCH <sub>3</sub>
XIA-23	4-F-phenyl	CH	4-cyclohexanol	CH <sub>2</sub> (morpholin-4-yl)
XIA-24	4-F-phenyl	CH	cyclohexyl	CH <sub>2</sub> (morpholin-4-yl)
XIA-25	4-F-phenyl	CH	3-cyanophenyl	CH <sub>2</sub> (morpholin-4-yl)
XIA-26	4-F-phenyl	CH	2-(2-pyridinyl)ethyl	CH <sub>2</sub> (morpholin-4-yl)
XIA-27	4-F-phenyl	CH	1-benzyl-piperidin-4-yl	CH <sub>2</sub> (morpholin-4-yl)
XIA-28	4-F-phenyl	CH	4-cyclohexanol	CH <sub>2</sub> OCH <sub>3</sub>
XIA-29	4-F-phenyl	CH	cyclohexyl	CH <sub>2</sub> OCH <sub>3</sub>
XIA-30	4-F-phenyl	CH	3-cyanophenyl	CH <sub>2</sub> OCH <sub>3</sub>
XIA-31	4-F-phenyl	CH	2-(2-pyridinyl)ethyl	CH <sub>2</sub> OCH <sub>3</sub>
XIA-32	4-F-phenyl	CH	1-benzyl-piperidin-4-yl	CH <sub>2</sub> OCH <sub>3</sub>
XIA-33	4-F-phenyl	CH	4-cyclohexanol	CH <sub>2</sub> OCH <sub>3</sub>
XIA-34	4-F-phenyl	CH	cyclohexyl	CH <sub>2</sub> OCH <sub>3</sub>
XIA-35	4-F-phenyl	CH	3-cyanophenyl	CH <sub>2</sub> OCH <sub>3</sub>
XIA-36	4-F-phenyl	CH	2-(2-pyridinyl)ethyl	CH <sub>2</sub> OCH <sub>3</sub>
XIA-37	4-F-phenyl	CH	4-cyclohexanol	CH <sub>2</sub> O(tetrahydrofuran-3-yl)
XIA-38	4-F-phenyl	CH	cyclohexyl	CH <sub>2</sub> O(tetrahydrofuran-3-yl)
XIA-41	4-F-phenyl	CH	4-methoxybenzyl	CH <sub>2</sub> OCH <sub>3</sub>

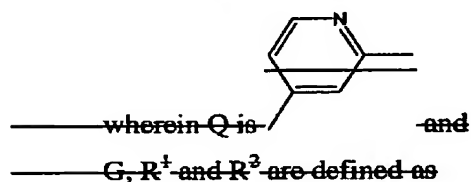
(e) a compound selected from:

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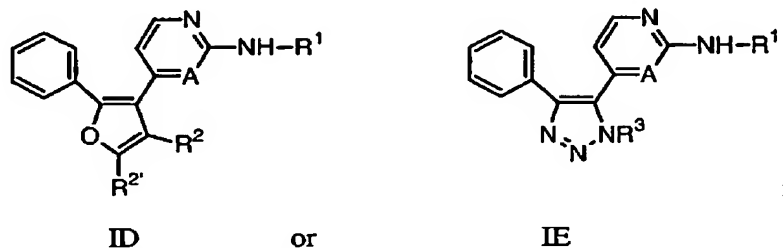
(f) a compound having the formula



No.	G	R <sup>1</sup>	R <sup>2</sup>
IC-1	4-F-phenyl	Phenyl	H
IC-2	4-F-phenyl	Cyclohexyl	H
IC-3	4-F-phenyl	Isoquinolin-4-yl	H
IC-4	4-F-phenyl	6-MeO-naphthalen-2-yl	H
IC-5	4-F-phenyl	4-cyclohexanol	H
IC-9	4-F-phenyl	Cyclohexyl	CH <sub>3</sub>
IC-10	4-F-phenyl	Cyclohexyl	
IC-11	Phenyl	Cyclohexyl	

and

(g) a compound of formulae:



wherein R<sup>1</sup> is phenyl, R<sup>2'</sup> is hydrogen and A is CH, and  
R<sup>2</sup> is H or CH<sub>3</sub> in formula ID; or

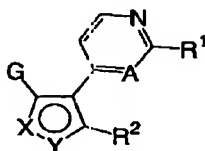
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$R^3$  is H or  $CH_3$  in formula IE.

9. (Canceled)

10. (Previously presented) A compound having the formula:



wherein:

X-Y is N-O or O-N;

A is CH;

G is R, aryl or substituted aryl;

R is aliphatic or substituted aliphatic;

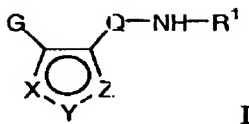
$R^2$  is selected from hydrogen, -R,  $-CH_2OR$ ,  $-CH_2OH$ ,  $-CH=O$ ,  $-CH_2SR$ ,  $-CH_2S(O)_2R$ ,  $-CH_2(C=O)R$ ,  $-CH_2CO_2R$ ,  $-CH_2CO_2H$ ,  $-CH_2CN$ ,  $-CH_2NHR$ ,  $-CH_2N(R)_2$ ,  $-CH=N-OR$ ,  $-CH=NNHR$ ,  $-CH=NN(R)_2$ ,  $-CH=NNHCOR$ ,  $-CH=NNHCO_2R$ ,  $-CH=NNHSO_2R$ , -aryl, -substituted aryl,  $-CH_2(aryl)$ ,  $-CH_2(substituted\ aryl)$ ,  $-CH_2NH_2$ ,  $-CH_2NHCOR$ ,  $-CH_2NHCONHR$ ,  $-CH_2NHCON(R)_2$ ,  $-CH_2NRCOR$ ,  $-CH_2NHCO_2R$ ,  $-CH_2CONHR$ ,  $-CH_2CON(R)_2$ ,  $-CH_2SO_2NH_2$ ,  $-CH_2(heterocyclyl)$ ,  $-CH_2(substituted\ heterocyclyl)$ ,  $-(heterocyclyl)$ , or  $-(substituted\ heterocyclyl)$ .

11. (Currently amended) A pharmaceutical composition comprising ~~an amount~~ of a compound according to any one of claims 1-8 or a pharmaceutically acceptable salt thereof, effective to inhibit JNK, and a pharmaceutically acceptable carrier.

12. (Previously presented) A method for treating rheumatoid arthritis comprising administering to a mammal in need of said treating a therapeutically effective amount of a compound of formula I:

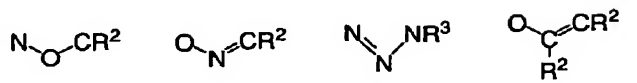


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wherein:

X-Y-Z is selected from one of the following:



R¹ is H, CONH₂, T<sub>(n)</sub>-R, or T<sub>(n)</sub>-Ar²;

R is an aliphatic or substituted aliphatic group;

n is zero or one;

T is C(=O), CO₂, CONH, S(O)₂, S(O)₂NH, COCH₂ or CH₂;

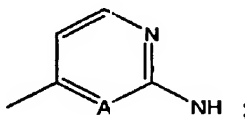
each R² is independently selected from hydrogen, -R, -CH₂OR, -CH₂OH, -CH=O, -CH₂SR, -CH₂S(O)₂R, -CH₂(C=O)R, -CH₂CO₂R, -CH₂CO₂H, -CH₂CN, -CH₂NHR, -CH₂N(R)₂, -CH=N-OR, -CH=NNHR, -CH=NN(R)₂, -CH=NNHCOR, -CH=NNHCO₂R, -CH=NNHSO₂R, -aryl, -substituted aryl, -CH₂(aryl), -CH₂(substituted aryl), -CH₂NH₂, -CH₂NHCOR, -CH₂NHCONHR, -CH₂NHCON(R)₂, -CH₂NRCOR, -CH₂NHCO₂R, -CH₂CONHR, -CH₂CON(R)₂, -CH₂SO₂NH₂, -CH₂(heterocyclyl), -CH₂(substituted heterocyclyl), -(heterocyclyl), or -(substituted heterocyclyl);

each R³ is independently selected from hydrogen, R, COR, CO₂R or S(O)₂R;

G is R or Ar¹;

Ar¹ is aryl, substituted aryl, aralkyl, substituted aralkyl, heterocyclyl, or substituted heterocyclyl, wherein Ar¹ is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring, containing zero to three heteroatoms;

Q-NH is



wherein the H of Q-NH is optionally replaced by R³;

A is CR³;

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$Ar^2$  is aryl, substituted aryl, heterocyclyl or substituted heterocyclyl, wherein  $Ar^2$  is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring containing zero to three heteroatoms;

wherein each substitutable carbon atom in  $Ar^2$ , including the fused ring when present, is optionally and independently substituted by halo, R, OR, SR, OH, NO<sub>2</sub>, CN, NH<sub>2</sub>, NHR, N(R)<sub>2</sub>, NHCOR, NHCONHR, NHCON(R)<sub>2</sub>, NRCOR, NHCO<sub>2</sub>R, CO<sub>2</sub>R, CO<sub>2</sub>H, COR, CONHR, CON(R)<sub>2</sub>, S(O)<sub>2</sub>R, SONH<sub>2</sub>, S(O)R, SO<sub>2</sub>NHR, or NHS(O)<sub>2</sub>R, and wherein each saturated carbon in the fused ring is further optionally and independently substituted by =O, =S, =NNHR, =NNR<sub>2</sub>, =N-OR, =NNHCOR, =NNHCO<sub>2</sub>R, =NNHSO<sub>2</sub>R, or =NR; and

wherein each substitutable nitrogen atom in  $Ar^2$  is optionally substituted by R, COR, S(O)<sub>2</sub>R, or CO<sub>2</sub>R.

13-27. (Canceled)